

RECORDATION NO. 74254 Filed & Recorded

JUN 17 1974 8 33 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
May 22, 1974, between ACF INDUSTRIES
INC., a New Jersey corporation
(hereinafter called the Manufacturer)
and TRAILER TRAIN COMPANY, a Delaware
corporation (hereinafter called the
Company).

WHEREAS, the Manufacturer and the Company have entered into a Purchase Agreement dated as of March 5, 1974, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 11, 1974, recordation number 7425; and

WHEREAS, the parties hereto desire to amend the Purchase Agreement:

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Purchase Agreement is hereby amended to delete from Annex A thereto thirty-three(33), 89'4", 70 ton capacity, standard level flat cars with hitches and friction draft gears numbered as set forth in Annex A hereto.

2. The Purchase Agreement, except as amended hereby, shall remain unaltered and in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

2)

ACF INDUSTRIES, INC.

By W. H. Wilson

Vice President

(Corporate Seal)

Attest:

W. Montgomery
Assistant Secretary

TRAILER TRAIN COMPANY

By Branden

Director of Purchasing and
and Material Management

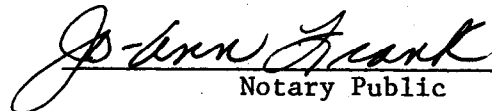
(Corporate Seal)

Attest:

D. J. Walsh
Assistant Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 29TH day of May, 1974, before me personally appeared F. D. Vandever, to me personally known, who, being by me duly sworn says that he is the Director of Purchasing and Material Management of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My Commission Expires: 6/26/76
2/17/75

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS:

On this 12 day of June, 1974, before me personally appeared
W. M. [unclear], to me personally known, who being by me
duly sworn, says that he is a Vice President of ACF INDUSTRIES, INC., that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he acknowledged that
the execution of the foregoing instrument was the free act and deed of said
corporation.

Irwin M. Lewis
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

IRWIN M. LEWIS
NOTARY PUBLIC, State of New York
No. 60-234777
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1975

ANNEX A

ACF INDUSTRIES, INC. (MANUFACTURER)
TRAILER TRAIN COMPANY (COMPANY)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Nos.</u>	<u>Unit Base Price</u>	<u>Month of Delivery</u>	<u>Contract Number</u>
89'4", 70 ton, standard level flat cars with hitches and friction draft gears	33	604205 - 604232 604234 - 604236 604238 - 604239	\$21,156.78	May & June 1974	3073A